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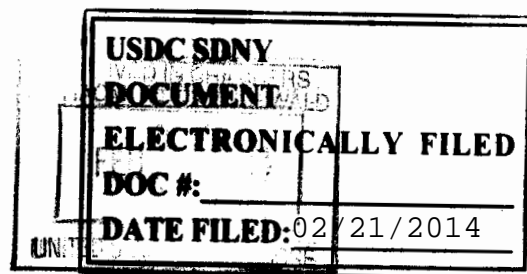
MEMO ENDORSED

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February 20, 2014

VIA FAX AND E-MAIL

The Honorable Naomi Reice Buchwald
 United States District Court for the Southern of New York
 Daniel Patrick Moynihan United States Courthouse
 500 Pearl Street, Room 2270
 New York, NY 10007-1312



Re: Andrews et al. FremantleMedia, N.A., Inc. et al., Cause No. 13-cv-05174-NRB MEMO ENDORSED

Dear Judge Buchwald:

I am lead counsel for Plaintiffs in the above-referenced action and I write to respectfully request that Your Honor grant Plaintiffs *ex post facto* leave to file the Third Amended Complaint (and exhibits attached thereto) one (1) day past deadline. I personally submitted these documents to the Clerk's office a full day past the stipulated deadline of Tuesday, February 18, 2014 [See Docket No. 44], which deadline was previously extended from Friday, February 14, 2014. [See Docket No. 43].

Application
 granted.
 Nam.

Reice
 Buchwald,
 USDC
 2/20/14

In support of this good faith request, I respectfully submit that in the week leading up to the original 2/14/14 deadline to file the Third Amended Complaint, I had planned to focus exclusively on finalizing the pleading in this matter. I had already done a fair amount of work on the project back in December 2013 – when the parties were exchanging letters about the right to amend - but certain sections of the project remained subject to review.

Unfortunately, last Monday, February 10, I started coming down with flu-like symptoms. By Tuesday, my concentration had been severely impaired, and by Wednesday, February 11, I could not work at all.

Accordingly, I contacted opposing counsel, Molly Lens, Esq., on Wednesday evening and asked for a 4-day extension on the 2/14/14 deadline. [Exhibit A]. At the time, I presumed my health would improve over the weekend and therefore planned to file the Third Amended Complaint on Tuesday, February 18. Parties' counsel agreed to a reciprocal four-day extension, which was memorialized via a Joint Stipulation, dated February 14, 2014, and posted to the record last Friday. [See Docket No. 44] [as per paragraph E of Your Honor's Individual Practice Rules, Plaintiffs did not seek a proposed order from the Court, because no other scheduling dates are currently pending in this matter].

On Saturday evening, February 15, 2014, my condition took a turn for the worse and I ended up in the emergency room at Cornell medical. [Exhibit B]. Fortunately, the doctors helped me turn the corner and I was discharged from the hospital early Sunday morning. But it wasn't until



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early Monday, February 17, that I recovered a sound mind to resume work on the Third Amended Complaint.

But at that point, only 36 hours remained before the pleading was due to be filed. With the clock running down, I should have sought a second extension from opposing counsel or from Your Honor. Yet, I did not make such a request given the time Plaintiffs have been awarded thus far to get their pleading in shape. So I intensified my focus on filing the Third Amended Complaint as per the parties' joint stipulation and worked through the day and night on Monday and into Tuesday morning. Even at that juncture, I was committed to meeting Tuesday's 5:00 pm filing deadline at the S.D.N.Y.

By Tuesday afternoon, however, I finally realized that I had miscalculated the time needed to get the paperwork into "file-ready" form. I was not in a position to file downtown by 5:00pm, as was mandated. Nor was filing via ECF an option because the system does not permit the filing of initiating documents. To make a long story short, I caused the papers to be filed with the Clerk's office by approx. 4:30 pm on Wednesday, February 19. Once back at the office, I immediately called opposing counsel, Rob Schwartz, Esq., and e-mailed him true and correct copies of the documents filed with the Court. I further explained to Mr. Schwartz that I would need to seek Your Honor's *ex post facto* leave to file the Third Amended Complaint one (1) day past deadline. I asked if Defendants consented to Plaintiffs' filing of the Third Amended Complaint, and Mr. Schwartz advised that Defendants would reserve judgment on their position.

I must take full responsibility for missing the Tuesday deadline and for failing to seek a proper extension. I further pray that the Honorable Court shows leniency to my clients – the Plaintiffs – who were not whatsoever at fault for the delay. I would like to further apologize to opposing counsel who were generous enough to grant the initial extension when I needed it. Accordingly, Plaintiffs stand amenable to granting Defendants whatever reasonable time (or space) they need to prepare their response to the Third Amended Complaint, if Your Honor elects to accept the pleading as filed, as per Your Honor's sound discretion.

Thank you for your consideration.

Sincerely,

A handwritten signature in cursive script that reads 'James H. Freeman'.

James H. Freeman, Esq.

c.c Matthew Martin, Esq.
Daniel Petrocelli, Esq.
Robert Schwartz, Esq.
Mark Robertson, Esq.
Molly Lens, Esq.